

n is 0;

R is $-(CH_2)_m-W$ wherein m is 0 and W is $-C(O)_2-G$ wherein G is hydrogen;

R_1 and R_2 are independently selected from the group consisting of loweralkyl, alkenyl, alkynyl, alkoxyalkyl, alkoxycarbonylalkyl, hydroxyalkyl, haloalkyl, haloalkoxyalkyl, alkoxyalkoxyalkyl, thioalkoxyalkoxyalkyl, cycloalkyl, cycloalkylalkyl, aminocarbonylalkyl, alkylaminocarbonylalkyl, dialkylaminocarbonylalkyl, aminocarbonylalkenyl, alkylaminocarbonylalkenyl, dialkylaminocarbonylalkenyl, hydroxyalkenyl, aryl, arylalkyl, aryloxyalkyl, arylalkoxyalkyl, (N-alkanoyl-N-alkyl)aminoalkyl, alkylsulfonylamidoalkyl, heterocyclic, (heterocyclic)alkyl and $(R_{aa})(R_{bb})N-R_{cc}$ - wherein R_{aa} is aryl or arylalkyl, R_{bb} is hydrogen or alkanoyl and R_{cc} is alkylene; and

R_3 is $R_4-C(O)-R_5$ - wherein R_5 is alkylene and R_4 is selected from the group consisting of

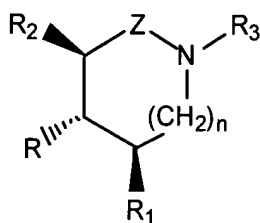
(i) $(R_{11})(R_{12})N$ - wherein R_{11} is hydrogen and R_{12} is selected from the group consisting of arylalkyl, and diarylalkyl

and

(ii) $(R_{11a})(R_{12a})N-N(H)$ - wherein R_{11a} and R_{12a} are independently selected from the group consisting of aryl and alkyl;

or a pharmaceutically acceptable salt thereof.

21 (Amended). The compound according to claim 1 of the formula:



157 (Amended). The compound according to claim 1 wherein R₁ is aryl substituted with one substituent selected from the group consisting of methoxy, methoxyethoxy, and isopropoxyethoxy; R₂ is 1,3-benzodiox-5-yl; R₅ is methylene; and R₁₂ is selected from the group consisting of arylalkyl and diarylalkyl wherein each aryl group of the diarylalkyl is substituted with methyl or ethyl.

158 (Amended). The compound according to claim 1 wherein R₁ is phenyl substituted with one substituent selected from the group consisting of methoxy, methoxyethoxy, and isopropoxyethoxy; R₂ is 1,3-benzodiox-5-yl; R₅ is methylene; and R₁₂ is selected from the group consisting of phenylalkyl and diphenylalkyl wherein each phenyl group of the diphenylalkyl is substituted with methyl or ethyl.

159 (Amended). The compound according to claim 21 wherein R₁ is aryl substituted with one substituent selected from the group consisting of methoxy, methoxyethoxy, and isopropoxyethoxy; R₂ is 1,3-benzodiox-5-yl; R₅ is methylene; and R₁₂ is selected from the group consisting of arylalkyl and diarylalkyl wherein each aryl group of the diarylalkyl is substituted with methyl or ethyl.

160 (Amended). The compound according to claim 21 wherein R₁ is phenyl substituted with one substituent selected from the group consisting of methoxy, methoxyethoxy, and isopropoxyethoxy; R₂ is 1,3-benzodiox-5-yl; R₅ is methylene; and R₁₂ is selected from the group consisting of phenylalkyl and diphenylalkyl wherein each phenyl group of the diphenylalkyl is substituted with methyl or ethyl.

Please add new claim 161.

161 (New). A compound selected from the group consisting of
trans, trans-2-(4-methoxyphenyl)-4-(1,3-benzodioxol-5-yl)-1-(N-((bis-o-tolyl)methyl)aminocarbonylmethyl)pyrrolidine-3-carboxylic acid,
trans, trans-2-(4-(2-methoxyethoxyphenyl)-4-(1,3-benzodioxol-5-yl)-1-(N-(2,2-dimethyl-1-phenylpropyl)-1-aminocarbonylmethyl)pyrrolidine-3-carboxylic acid,
trans, trans-2-(4-(2-methoxyethoxy)phenyl)-4-(1,3-benzodioxol-5-yl)-1-(N-((bis-o-tolyl)methyl)amino)carbonylmethyl)pyrrolidine-3-carboxylic acid,
trans, trans-2-(4-(2-isopropoxyethoxy)phenyl)-4-(1,3-benzodioxol-5-yl)-1-(N-(2,2-dimethyl-1-phenylpropyl)-1-amino)carbonylmethyl)pyrrolidine-3-carboxylic acid,
trans, trans-2-(4-methoxyphenyl)-4-(1,3-benzodioxol-5-yl)-1-(N-(3,3-dimethyl-1-phenylbutyl)-1-amino)carbonylmethyl)pyrrolidine-3-carboxylic acid,
trans, trans-2-(4-(2-isopropoxyethoxy)phenyl)-4-(1,3-benzodioxol-5-yl)-1-(N-((1-o-tolyl)-1-(o-ethylphenyl)methyl)amino)carbonylmethyl)pyrrolidine-3-carboxylic acid,
trans, trans-2-(4-(2-(2-propoxy)ethoxy)phenyl)-4-(1,3-benzodioxol-5-yl)-1-(N-phenyl-N-t-butylhydrazinocarbonylmethyl)pyrrolidine-3-carboxylic acid, and
trans, trans-2-(4-(2-methoxyethoxy)phenyl)-4-(1,3-benzodioxol-5-yl)-1-(N-phenyl-N-t-butylhydrazinocarbonylmethyl)pyrrolidine-3-carboxylic acid,
or a pharmaceutically acceptable salt thereof.